

General Motors Expense Policy

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I. Purpose

The purpose of the General Motors Expense Policy is to establish the framework for managing expenses. This policy reinforces the guiding principles that encourage cost consciousness and ensure the prudent use of GM funds.

II. Executive-In-Charge

The Executive-In-Charge for this policy is the GM VP, Controller & Chief Accounting Officer. The Policy Contact is the GM Director of Internal Controls and SOX Compliance.

III. Applicability

Employees and Directors

This policy applies to all GM employees when conducting GM business and to members of the GM Board of Directors while they act in their capacity as directors.

Subsidiaries and Affiliates

As used in this policy, “GM” means all divisions and subsidiaries of GM where GM exercises management control (i.e., generally when GM owns more than 50% of the voting stock.) In certain circumstances, the applicability of this policy will require an assessment based on the extent of GM’s ownership and control of an entity, which is the responsibility of the Executive-In-Charge.

Third Party Representatives of GM

This policy applies to consultants, agents, sales representatives, distributors, independent contractors, and contract workers (collectively, “GM Representatives”) when they act on behalf of GM. GM employees who interact with GM Representatives must assure that they follow the applicable guidelines when they act for GM.

IV. Compliance

i. Oversight, Monitoring, and Review

GM employees and GM Representatives, including approvers of expenses, are expected to meet the requirements of this policy. Their activities are subject to management oversight and review of compliance with this policy, including review and audit of expense documentation and compliance with expense policy and operational guidelines and procedures.

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ii. Deviations

Any requests for deviation beyond those allowed for under this policy must be submitted in writing to the Policy Contact. The Executive-In-Charge is responsible for approving requests for deviation, which approvals, if granted, must be documented. The Executive-In-Charge may delegate responsibility for approving requests for deviation, which delegation and any approvals of deviations under such delegation shall be documented.

iii. Non-Compliance

GM employees who violate this policy are subject to disciplinary action that management considers appropriate based on the nature of the violation, which may include termination of employment.

GM employees are expected to timely report known instances of non-compliance with this policy to management. If you are unsure about the proper course of action, be sure to seek direction. Many options are available such as:

- Local Leadership
- GM Audit Services
- GM Legal Staff Contact
- Human Resources Contact
- Next Level of Leadership

Employees also have the option of reporting non-compliance by calling GM Awareline (or GM Europe Awareline). The GM Awareline phone number for your location is located on the Global Security home page on Socrates.

V. Policy Statement

The principles governing GM's Expense Policy establish expectations for every business expense, embodying the integrity and values that promote the best interests of the enterprise.

Luxury or excessive expenditures, that may relate to, but are not limited to expenditures on entertainment or events, office and facility renovations, aviation, transportation services, or other activities or events that are not reasonable expenditures for staff development, performance incentives, or other similar measures conducted in the normal course of business operations, as those that do not abide by the governing principles described below, are not reimbursable under the GM Expense Policy.

Governing principles that represent the expectations of GM's Expense Policy are:

- Expenditures must be a necessary expense of the organization.

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- Expenses must have a clear business purpose and be directly related to goals of the organization.
- Expenses must be reasonable and appropriate under the circumstances.
- Expenses must be fully documented along with required approval.
- Expenses incurred for a business must not be driven by personal enrichment, either in appearance or in fact
- Expenditures must comply with all applicable laws.

In certain circumstances where the business rationale may be unclear, the employee must provide an adequate explanation which demonstrates sound business purpose for an expense to be acceptable. This means that considering GM's cost containment objectives, the significance of the business purpose, the likely costs and the alternatives available, the proposed expense is the best way to achieve the intended business purpose.

VI. Policy Revisions, Additions and Deletions

Proposed amendments to this policy must be documented and submitted to the Policy Contact. The Policy Contact prepares all proposed amendments for review and approval by the Executive-In-Charge. Amendments should also be reviewed by the Legal Staff to determine compliance with applicable laws and any applicable contractual obligations. The Executive-In-Charge, in consultation with Legal and Human Resources, is responsible for approving proposed amendments.

VII. Communication Process

This GM Expense Policy is available in the Corporate Policy Manual on Socrates. The GM Global Ethics and Compliance Center ("GECC") is responsible for the prompt communication of GM Expense Policy amendments to GM personnel who are required to adhere to this policy.

VIII. Policy

The General Motors Expense Policy applies to all types of expenses incurred with use of GM funds. Guidelines for those types of expenses which are governed by specific requirements have been provided below.

i. Sponsorships and Hosting of Events and Conferences

Sponsorships and hosting of events and conferences involving external or internal participants must be part of prudent and appropriate business activities, demonstrating cost efficiency and avoiding impropriety in the use of funds. A

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clear business purpose and a documented business rationale are required. The business rationale for events involving promotional activities should support the prudent use of GM funds and reflect consideration of a return on investment or some other commercial benefit(s) that is expected to result from the expenditure.

When evaluating opportunities to sponsor or host events or conferences, GM personnel should consider its public image, and the use of funds for such purposes should be appropriate in light of standard business practices when participating in such sponsorships and events. Events or conferences hosted or sponsored by GM require appropriate management approval, generally an individual one level above the highest ranking participant, and based on the type and estimated cost of the activities. Participation of a GM representative in events and conferences must include substantial and bona fide business related duties.

Receipt of benefits from promotional activities not related directly to the sponsored event, such as non event tickets, use of facilities, memberships, etc., are disallowed. Exceptions must be reviewed and approved by the supervisor of the employee receiving the benefit.

At GM sponsored events with external participants, an appropriate balance of GM and non GM personnel (e.g. suppliers, dealers, business customers, consumers, etc.) should participate.

Events held with internal participants such as recognition events require the prudent use of GM funds and management approval, generally an individual one level above the highest ranking participant. Events costing over \$10,000 must be approved by a member of the Senior Leadership Group.

If travel is required for GM sponsored events, expenses incurred for organized business meetings must follow the travel accommodations guidelines below, unless agreement with a sponsored party states otherwise.

ii. Travel Accommodations

Travelers are expected to use prudent planning in arranging business travel to control costs. Each employee is expected to exercise business judgment to align expenses with the employee's duties and responsibilities. Only necessary and reasonable business expenditures will be reimbursed.

Any employee who incurs business expenses on behalf of GM using a credit card or cash must submit an expense report with appropriate documentation, clearly explaining the business purpose of travel and itemizing expenses. The employee's authorized approver (generally his or her direct or indirect supervisor) is responsible for reviewing the expense report for compliance.

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Air Transportation

In general, employees should fly at the lowest cost economy fare. As circumstances permit, air transportation should be booked in advance to achieve the lowest available advance-purchase fare. Intercontinental flights generally in excess of 8 hours are eligible for a higher class fare. In similar circumstances, intracontinental flights are also eligible for a higher class fare. Higher class fares will be provided for the GM President and CEO, Vice Chairmen, Executive Vice Presidents and members of the Board of Directors for both intracontinental and intercontinental flights regardless of flight duration. GM maintains a list of approved carriers to ensure safe and reliable employee transportation. Use of non-approved carriers requires a documented business rationale, which in no instance should compromise employee safety or security.

Business travel as guests on aircraft operated by or for vendors, joint venture partners or other corporations is generally not permitted. Such instances must be approved by a member of the Senior Leadership Group in consultation with Legal and Human Resources.

GM generally does not permit the use of privately owned, privately operated, leased or charter aircraft for business functions (e.g. product introduction events). Such instances are permissible only if economically justified with supporting business rationale. Prior approval for such flights is required from the GM Executive VP & President International Operations for events outside of North America and the GM President and CEO for events within North America. The GM President and CEO, Vice Chairmen and members of the Board of Directors may use charter aircraft for travel only in North America and only when a clear business rationale is stated. The Directors and Corporate Governance Committee will periodically monitor the use of charter aircraft.

Ground Transportation

When using ground transportation, employees should select the most economical mode of reliable and safe transportation. Reimbursement will be for the actual and reasonable expense incurred while on company business.

Rental cars, which should be a GM brand whenever feasible, are to be the lowest cost vehicle at a cost and class no greater than that which is necessary to conduct business. Travelers should purchase rental car insurance only when GM's contracts do not include insurance provisions and the traveler does not hold a corporate credit card that provides rental car insurance.

Accommodations

Expenses for lodging are to be for a standard single room rate. Travelers are expected to utilize hotels from GM's listing of preferred suppliers, as available. Exceptions can be made for travelers attending conventions and meetings held at

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other hotels; other exceptions require business rationale, which must be documented and approved at minimum by the employee's authorized approver. Where extended travel is involved, reduced rates and/or extended-stay hotel options may be available and must be requested.

Meals and Other Out-Of-Pocket Expenses

Meals and other incidental expenses will be reimbursed for the actual and reasonable cost incurred unless otherwise stated by local country laws and regulations, e.g. daily allowance instead of actual cost. Receipts are required at an expenditure level to satisfy local tax requirements. Employees should request separate checks and submit their own expense for reimbursement. If that is not practical, group meals must be reported by the highest ranking employee in attendance.

Non-reimbursable Expenses

Employees may not be reimbursed for out-of-pocket expenses of a personal nature (e.g., recreational expenses, gifts, etc.).

iii. Consulting Services

Outside consultants may be engaged when they are required to achieve the organization's goals, and it is determined that equivalent expertise or resources are not available within GM. Decisions to engage consultants will be made based on the best available expertise, and the expenses for such consultants must be reasonable and appropriate under the circumstances. The engagement of consultants must be approved by the appropriate GM authority.

iv. Real Estate Acquisition and Facilities Renovation Expenditures

Appropriation requests are required for the acquisition or leasing of real estate or for the renovation or relocation of entire or significant portions of facilities (not meant to include relocations within a facility). Appropriation requests should establish the physical scope of a project so that an estimate of the capital and related expenditures necessary to accomplish the project objective(s) can be determined. This estimate should be developed after due consideration has been given to the adequacy of existing facilities available within the Company. It is important that each appropriation request includes an estimate of all expenditures required to accomplish the project objectives, and that it be limited to one specific purpose. Unrelated commitments or expenditures shall not be made as part of an authorized project.

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An appropriation request should include the full funding requirements and business implications of the project. Approvals for an appropriation request must be documented. The level of approval depends on the nature and amount of the appropriation.

Agreements on real estate transactions (e.g., valuation, purchase, leasehold improvements, lease encumbrance, or sale including: appraisals, offers, proposals, options, contracts to purchase or sell, deeds, licenses, easements, lease sidetrack agreements, etc.) should be negotiated by the appropriate GM authority and prepared and/or approved by the GM Legal Staff or its designee before any commitments are made or any transactions are executed.

IX. Related Operational Guidelines and Procedures

Operational guidelines and procedures may apply to the expenditures addressed in this GM Expense Policy. These operational guidelines and procedures are permitted, but must be at least as restrictive as this policy. In the event of a conflict between the terms, the GM Expense Policy will prevail.